

CT-07

000421000

APPLICATION FOR AUTHORITY
OF
GOLDENEYE INTERNATIONAL, INC.
UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

RECEIVED

APR 21 12 09 PM '00

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 21 2000
TAX \$
BY: *[Signature]*

DRAFTED BY:
WINTHROP, STIMSON, PUTNAM & ROBERTS
FINANCIAL CENTRE
695 EAST MAIN STREET
STAMFORD, CT 06904

000421000

4

CT-07

-000421000449

**APPLICATION FOR AUTHORITY
OF
GOLDENEYE INTERNATIONAL, INC.**

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of the New York Business Corporation Law, the undersigned corporation hereby applies for authority to transact business in New York, and for that purpose submits the following:

1. The name of the corporation is GoldenEye International, Inc.
2. It is incorporated under the laws of Delaware.
3. The date of its incorporation is January 19, 2000.
4. The business which the corporation proposes to conduct in New York State is as follows:

This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body.
5. The office of the corporation within the State of New York is to be located in the County of New York.
6. The corporation hereby designates the Secretary of State as its agent upon whom all process in any action or proceedings against it may be served within the State of New York.
7. The corporation hereby appoints CT Corporation System, 111 Eight Avenue, New York, New York 10011, as its registered agent in New York upon whom process against it may be served.
8. The corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state except as set forth in paragraph (b) of section 1301 of the Business Corporation law.
9. The address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served upon him is: c/o CT Corporation System, 111 Eight Avenue, New York, New York 10011.

State of Delaware

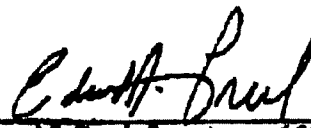
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDENEYE INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3162409 8300

001202454

AUTHENTICATION:

0393178

DATE:

04-20-00

3

TOTAL P.05

IN WITNESS WHEREOF, GoldenEye International, Inc., the corporation hereinbefore mentioned and described has caused this certificate to be signed in its name by its Chairman and CEO this 19th day of April, 2000 and the statements contained therein are affirmed as true under penalties of perjury.

GoldenEye International, Inc.

By: 

Name: HAROLD P. MINTZ

Title: CHAIRMAN & CEO.

FILING RECEIPT

=====

ENTITY NAME: GOLDENEYE INTERNATIONAL, INC.

DOCUMENT TYPE: APPLICATION AUTHORITY (FOR. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

=====

FILED:04/21/2000 DURATION:PERPETUAL CASH#:000421000460 FILM #:000421000449

ADDRESS FOR PROCESS

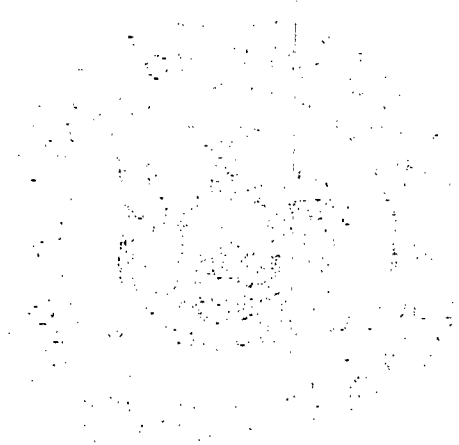
EXIST DATE

C/O C T CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NY 10011

04/21/2000

REGISTERED AGENT

C T CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NY 10011



=====

FILER	FEES	335.00	PAYMENTS	335.00
-----	----		-----	
WINTHROP, STIMSON, PUTNAM &	FILING	225.00	CASH	0.00
ROBERTS	TAX	0.00	CHECK	335.00
FINANCIAL CTR, 695 E. MAIN STREET	CERT	0.00	CHARGE	0.00
STAMFORD, CT 06904	COPIES	10.00	DRAWDOWN	0.00
	HANDLING	100.00	BILLED	0.00
			REFUND	0.00

=====

CT CORPORATION SYSTEM

155 Washington Avenue
Albany, NY 12210
Tel. 518 463 2324
Fax 518 463 6533

April 25, 2000

**Ann E. Jerge
Winthrop Stimson Putnam & Roberts
Financial Centre
695 East Main Street
Stamford, CT 06904**

**Re: GOLDENEYE INTERNATIONAL, INC.
Order # 2168190 Log # 106332**

Dear Ms. Jerge:

**As instructed, we enclose the following document(s) issued by the New York State
Department of State:**

**Receipt \$335 and certified copy of Application for Authority which filed on
April 21, 2000.**

**If you have any questions concerning this order, please contact Scott Arthur in our
New York office. Thank you for the opportunity to be of service.**

Very truly yours,

CT-Albany Office

Enclosure(s)

KF

Via: FedEx